

RECORDATION NO 17006-B FILED

OCT 18 '00 10-21 AM
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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, DC
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 16, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination and Equipment Disposition, dated as of October 2, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Equipment #24 which was previously filed with the Commission under Recordation Number 17006.

The names and addresses of the parties to the enclosed document are:

Lessor/Seller: SLX Canada Inc.
1500 BOW Valley Square IV
250 6th Avenue, S.W.
Calgary, Alberta
T2P 3H7 Canada

Lessee/Buyer: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

79 covered hopper cars within the series CN 377000 - CN 377095

Mr. Vernon A. Williams
October 16, 2000
Page Two

A short summary of the document to appear in the index follows:

Lease Termination and Equipment Disposition, between SLX Canada Inc.
and Canadian National Railway Company covering 79 covered hopper
cars within the series CN 377000 - CN 377095

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

OCT 18 '00 10-21 AM

(SLX / CN Lease # 24)

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of October 2, 2000
between **SLX Canada Inc. ("SLX")** and **Canadian National
Railway Company ("CN")**

WHEREAS, SLX is the lessor, of the units of railroad rolling stock described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 24 dated as of May 8, 1990, as amended by an Amending Agreement dated as of April 22, 1991, (the "Lease") with CN as lessee,

AND WHEREAS, SLX acknowledges that CN has fully performed its obligations under the Lease


IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written

- 1) The Lease was terminated, by SLX and CN, in accordance with its terms,
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein,
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith,

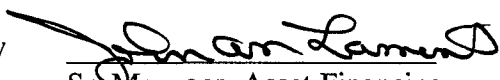
and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized

SLX CANADA INC.,
as lessor and seller

By 
Its Director

By 
Its Director

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By 
Its Sr Manager, Asset Financing

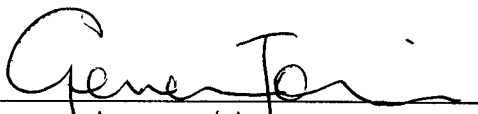
Note On September 14, 1990 at 11 10 P M , the Lease of Equipment # 24 was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U S C S11303 (now S11301) under primary recordation number 17006, The Amending Agreement was filed as 17006-A, and

On August 27, 1990 at 12 41 P M., the Lease of Equipment # 24 was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act)

PROVINCE OF QUEBEC)
) ss
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of October 2, 2000
between SLX and CN.*

On this 25th day of September, 2000, before me personally appeared John A N Lamont, to me personally known, who, being by me duly sworn, says that he is Sr Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation


Attorney / Avocat


Bar # 190021-8

[Seal]

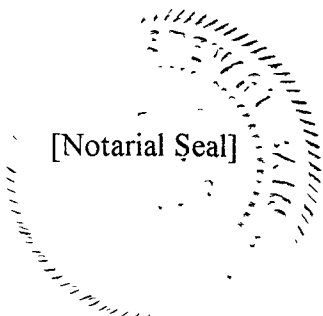
PROVINCE OF ONTARIO)
) ss
CITY OF TORONTO)

*In the matter of a Memorandum
dated as of October 2, 2000
between SLX and CN.*

On this 3rd day of October, 2000, before me personally appeared Bruce C. Barker, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]



SCHEDULE A

DESCRIPTION OF UNITS

<u>TYPE</u>	<u>SPECIFICATION</u>	<u>BUILDER</u>	<u>IDENTIFICATION NUMBER</u>	<u>QUAN- TITY</u>
Hopper Cars	100-ton 4,350 cu. feet covered hopper cars	Hawker Siddeley, Trenton, N.S.	CN 377000-005 CN 377007-010 CN 377015-017 CN 377019-023 CN 377025 CN 377027-048 CN 377050-056 CN 377058-067 CN 377069-070 CN 377072-073 CN 377075-078 CN 377080 CN 377082-085 CN 377087-088 CN 377090-095	79

RJP LEACHA24:VW

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